

INFORMATION CIRCULAR

SOLICITATION OF PROXIES AS OF JUNE 30, 1969

This information circular is furnished in connection with the solicitation by the management of ALLIANCE BUILDING CORPORATION LIMITED (the Company) of proxies to be used at the annual meeting of shareholders of the Company to be held at the time and place and for the purposes set forth in the accompanying notice of meeting. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by regular employees of the Company at nominal cost. The cost of solicitation by management will be borne by the Company.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors of the Company. A shareholder desiring to appoint some other person to represent him at the meeting may do so either by inserting such person's name in the blank space provided in the form of proxy and striking out the names of the three specified persons or by completing another proper form of proxy and, in either case, delivering the completed proxy to the Secretary of the Company.

A shareholder who has given a proxy may revoke it either (a) by signing a proxy bearing a later date and delivering it to the Secretary of the Company, or (b) as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy, by signing written notice of revocation and delivering it to the Secretary of the Company or the Chairman of the meeting.

EXERCISE OF DISCRETION BY PROXIES

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. In the absence of such direction, such shares will be voted for the approval of the directors' report and financial statements, and for the election of directors and the appointment of auditors as stated under those headings in this circular. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the notice of meeting, and with respect to other matters which may properly come before the meeting. At the time of printing this circular the management of the Company knows of no such amendment, variations or other matters to come before the meeting other than the matters referred to in the notice of meeting.

VOTING SHARES

On May 30th, 1969 the Company had outstanding 925,010 common shares without nominal or par value, each carrying the right to one vote per share. Mr. David Satok was the beneficial owner of 263,400 common shares of the Company, which represents approximately 31.9% of the outstanding Equity shares of the Company, and Leader Real Estate Limited was the beneficial owner of 110,500 common shares of the Company which represents 13.4% of the outstanding Equity shares of the Company.

The directors have not fixed a record date for the determination of the persons entitled to receive notice of and to attend and vote at the meeting.

ELECTION OF DIRECTORS

The board consists of four directors to be elected annually. The persons named in the enclosed form of proxy intend to vote for the election of the nominees whose names are set forth below, all of whom are now members of the board of directors and have been since the dates indicated. The management does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each director elected will hold office until the next Annual Meeting and until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws.

The following table and the notes thereto state the names of all the persons proposed to be nominated for election as directors, all other positions and offices with the Company now held by them, their principal occupations or employments, the year in which they became directors of the Company, and the approximate number of shares of each class of the Company beneficially owned directly or indirectly by each of them, as of May 30th, 1969.

Name of proposed nominees	Other positions and offices with the Company	Period served as a Director of the Company	Approximate number of shares of the Company beneficially owned, directly or indirectly (1)	Principal occupation or employment at present and within the preceding five years
Alexander G. Fisher, C.A.	President	6 years	39,000	Management Consultant, President of A. G. Fisher Associates Limited since February 1963; Director and Vice-President, Finance, of Draper, Dobie & Co. Limited from May 1966 to October 1967 and prior thereto was Senior Partner of Fisher, Nisker & Company, Chartered Accountants.
David Satok	Vice-President	6 years	263,400	Managing Director, Alliance Building Corporation Limited; President, Orchardview Development Limited; and President La Scala Construction Limited since March 1965.
Ernest J. Weiss	Treasurer	6 months	3,250	Solicitor, Senior Partner, Weiss and Weiss.
Samuel Young	Secretary	6 years	113,750	Secretary and Director, Alliance Building Corporation Limited; Secretary-Treasurer and Director, Nordel Development Corporation Limited; and President and Director, Leader Real Estate Limited.

(1) Notes: (a) The information as to shares beneficially owned, not being within the knowledge of the Company, has been furnished by the respective directors individually.

(b) Unless otherwise stated above, each of the above named persons has held the principal occupation or employment indicated for at least five years.

REMUNERATION OF DIRECTORS AND SENIOR OFFICERS

No remuneration was paid by the Company nor its subsidiary to the Directors as such for the fiscal year ended December 31, 1968. The aggregate direct remuneration paid by the Company to the five highest paid officers and employees for the fiscal year ended December 31, 1968, was \$51,479.00, which does not, however, include fees paid to Corporate Services for accounting and secretarial services rendered to the Company which amounted to \$37,759.00 for the fiscal year ended December 31, 1968. During the period January 1, 1968, to December 31, 1968, the Company also paid \$7,500.00 to Derby Construction Limited and \$7,500.00 to Leader Real Estate Limited for management services. No pension or retirement benefits are payable to officers or directors nor does the Company intend to provide any such pension or retirement benefits during the forthcoming year. The Company's subsidiary pays no direct remuneration to its officers or directors.

APPOINTMENT OF AUDITORS

The persons named in the enclosed form of proxy intend to vote for the re-appointment of Mr. Bernard Gordon, Chartered Accountant, Toronto, as auditor of the Company, to hold office until the next Annual Meeting of Shareholders.

GENERAL

Information contained herein is given as of May 30, 1969. The Management knows of no matters to come before the annual general meeting of shareholders other than the matters referred to in the notice of meeting. If any matters which are not now known should properly come before the meeting, the accompanying proxy instrument will be voted on such matters in accordance with the best judgment of the person voting it.

DATED June 10, 1969.